

## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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## To:

Division of Corporations  
Fax Number : (850) 205-0381

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAY 17 AM 7:58

## FLORIDA PROFIT CORPORATION OR P.A.

ALLIANCE DISTRIBUTION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

02-11-02  
AC

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** ALLIANCE DISTRIBUTION, INC.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for: \$50.00

**FEES:**

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

8/30

**OPTIONAL:**

Certificate of Status \$ 8.75

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\*\*\*\*\*50.00 \*\*\*\*\*50.00

**FROM:** MICHAEL B. MANES, ESQ.

**Name (Printed or typed)**

633 South Federal Hwy, Ste 300A

**Address**

Fort Lauderdale, FL 33301

**City, State & Zip**

954-523-1822

**Daytime Telephone number**

## CERTIFICATE OF DOMESTICATION

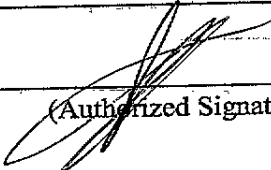
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DIVISION OF CORPORATIONS  
02 MAY 17 AM 7:58

The undersigned, JOHN ABATE, PRESIDENT  
(Name) (Title)

of ALLIANCE DISTRIBUTION, INC. a foreign Corporation,  
(Corporation Name)  
in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was June 30, 2000.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was the State of Nevada.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was ALLIANCE DISTRIBUTION, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is ALLIANCE DISTRIBUTION, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Fort Lauderdale, Florida
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am John Abate, of 25 Via Paradiso, henderson, NV 89011  
and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 17th day of April, 2002

  
(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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ARTICLES OF INCORPORATION  
OF

ALLIANCE DISTRIBUTION, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAY 17 AM 7:59

(4)

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be ALLIANCE DISTRIBUTION, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of the corporation shall be 6862 N.W. 20<sup>TH</sup> AVENUE, FORT LAUDERDALE, FL 33309.

ARTICLE III: NATURE OF BUSINESS

This corporation may engage or transact in any lawful activity or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having One (\$1.00) Dollar par value per share.

Michael B. Manes, Esq.  
Florida Bar No. 372684  
(954) 523-1822

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ARTICLE V: REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 6862 N.W. 20<sup>TH</sup> Avenue, Fort Lauderdale, FL 33309; and the name of the initial registered agent of the corporation at that address is Michael Phillips.

ARTICLE VI: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII: PRE-EMPTIVE RIGHTS

Every shareholder upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII: OFFICERS AND DIRECTORS

This corporation shall have two (2) officers and two (2) directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

JOHN ABATE  
PRESIDENT/TREASURER/DIRECTOR  
25 VIA PARADISO  
HENDERSON, NV 89011

FRANK ABATE  
VICE PRESIDENT/SECRETARY/DIRECTOR  
25 VIA PARADISO  
HENDERSON, NV 89011

Michael B. Manes, Esq.  
Florida Bar No. 372684  
(954) 523-1822

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ARTICLE IX: SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is Michael Phillips, 6862 N.W. 20<sup>th</sup> Avenue, Ft. Lauderdale, FL 33309.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand for the uses and purposes herein stated this 12<sup>th</sup> day of April 2002.

  
SUBSCRIBER

I hereby accept my appointment as registered agent.

  
REGISTERED AGENT

Michael B. Manes, Esq.  
Florida Bar No. 372684  
(954) 523-1822

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